

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

FRANCHISE GROUP, INC., *et al.*,<sup>1</sup>

Reorganized Debtors.

Chapter 11

Case No. 24-12480 (LSS)

(Jointly Administered)

**Hearing Date:**

**September 10, 2025 at 10:00 a.m. (prevailing Eastern Time)**

**Objection Deadline:**

**August 11, 2025 at 4:00 p.m. (prevailing Eastern Time)**

**SUMMARY OF COMBINED SEVENTH MONTHLY AND FINAL  
FEE APPLICATION OF YOUNG CONAWAY STARGATT & TAYLOR, LLP,  
AS CO-COUNSEL FOR THE DEBTORS AND DEBTORS IN POSSESSION, FOR  
ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR  
THE (I) MONTHLY PERIOD FROM JUNE 1, 2025 THROUGH JUNE 2, 2025 FOR THE  
DEBTORS; (II) THE MONTHLY PERIOD FROM JUNE 3, 2025 THROUGH JULY 1,  
2025 FOR TOPCO; AND (III) THE FINAL PERIOD FROM NOVEMBER 3, 2024  
THROUGH AND INCLUDING JUNE 2, 2025 FOR THE DEBTORS, AND  
THROUGH AND INCLUDING JULY 1, 2025 FOR TOPCO**

<sup>1</sup> The Reorganized Debtors in these chapter 11 cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), Freedom Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home & Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy's Newco, LLC (5404), Buddy's Franchising and Licensing LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260), Franchise Group Newco BHF, LLC (4123), Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies "Plus", LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Reorganized Debtors' headquarters is located at 2371 Liberty Way, Virginia Beach, Virginia 23456.

Name of applicant: <sup>2</sup>	Young Conaway Stargatt & Taylor, LLP
Authorized to provide professional services to:	Debtors and Debtors in Possession
Date of retention:	November 3, 2024 (order entered January 10, 2024)
Monthly period for which compensation and reimbursement is sought (all Debtors):	June 1, 2025 through June 2, 2025
Amount of compensation sought as actual, reasonable and necessary during the monthly period (all Debtors):	\$17,996.00
Amount of expense reimbursement sought as actual, reasonable and necessary during the monthly period (all Debtors):	\$0.00
Monthly period for which compensation and reimbursement is sought (TopCo): <sup>3</sup>	June 3, 2025 through July 1, 2025
Amount of compensation sought as actual, reasonable and necessary during the monthly period (TopCo):	\$16,320.00
Amount of expense reimbursement sought as actual, reasonable and necessary during the monthly period (TopCo):	\$0.00
Final period for which compensation and reimbursement is sought (all Debtors other than TopCo):	November 3, 2024 through June 2, 2025
Amount of compensation sought as actual, reasonable and necessary on a final basis (all Debtors):	\$3,243,615.50 <sup>4</sup>

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<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the *Ninth Amended Joint Chapter 11 Plan of Franchise Group, Inc. and Its Debtor Affiliates* [Docket No. 1454] (the “Plan”), as applicable.

<sup>3</sup> The application includes the fees incurred solely for TopCo pending entry of the Confirmation Order confirming TopCo’s Plan. *See* Docket No. 1682.

<sup>4</sup> This amount reflects an agreed reduction in fees for the first interim period, as requested by Direct Fee Review LLC [Docket No. 1243], in the amount of \$619.50.

Amount of expense reimbursement sought as actual, reasonable and necessary on a final basis (all Debtors): \$110,342.54<sup>5</sup>

Supplemental period for which compensation and reimbursement is sought (TopCo): June 2, 2025 through July 1, 2025

Amount of compensation sought on a final basis as actual, reasonable and necessary during the supplemental period (TopCo): \$16,320.00

Amount of expense reimbursement sought on a final basis as actual, reasonable and necessary during the supplemental period (TopCo): \$0.00

This is a:  X  monthly  X  final application

This application includes 0.00 hours and \$0.00 in fees incurred in connection with the preparation of fee applications.

Prior Applications:

Date Filed / Docket No.	Period Covered	Requested		Approved	
		Fees	Expenses	Fees	Expenses
2/14/25 D.I. 983	11/3/24 – 12/31/24	\$999,936.50	\$19,491.23	Pending	Pending
3/12/25 D.I. 1091	1/1/25 – 1/31/25	\$528,134.50	\$9,476.29	Pending	Pending
4/16/25 D.I. 1285	2/1/25 – 2/28/25	\$559,032.00	\$33,242.23	Pending	Pending
5/21/25 D.I. 1552	3/1/25 – 3/31/25	\$250,150.50	\$8,818.14	Pending	Pending
6/11/25 D.I. 1624	4/1/25 – 4/30/25	\$352,510.00	\$8,052.08	Pending	Pending
6/25/25 D.I. 1671	5/1/25 – 5/31/25	\$536,475.50	\$31,526.57	Pending	Pending
<b>TOTAL</b>		<b>\$3,226,239.00</b>	<b>\$110,606.54</b>	Pending	Pending

<sup>5</sup> This amount reflects an agreed reduction in expenses for the first interim period, as requested by Direct Fee Review LLC [Docket No. 1243], in the amount of \$264.00.

**MONTHLY COMPENSATION BY INDIVIDUAL FOR  
ALL DEBTORS FOR THE PERIOD JUNE 1, 2025 THROUGH JUNE 2, 2025**

<b>Name</b>	<b>Position, Number of Years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice</b>	<b>Hourly Billing Rate</b>	<b>Total Billed Hours</b>	<b>Total Compensation</b>
Edmon L. Morton	Partner since 2008. Joined the firm as an associate in 1999. Member of the DE Bar since 1999.	\$1,290.00	3.80	\$4,902.00
Matthew B. Lunn	Partner since 2010. Joined firm as an associate in 2001. Member of DE Bar since 2001.	\$1,190.00	2.30	\$2,737.00
Allison S. Mielke	Partner since 2025. Joined firm as an associate in 2017. Member of DE Bar since 2013.	\$860.00	3.50	\$3,010.00
Shella Borovinskaya	Joined firm as an associate in 2022. Member of DE Bar since 2021.	\$615.00	4.10	\$2,521.50
Mariam Khoudari	Joined firm as an associate in 2024. Member of PA Bar since 2021	\$615.00	1.50	\$922.50
Kristin L. McElroy	Joined firm as an associate in 2022. Member of DE Bar since 2022.	\$580.00	3.20	\$1,856.00
Brynna M. Gaffney	Joined firm as an associate in 2024. Member of DE Bar since 2024.	\$500.00	0.20	\$100.00
Sarah Gawrysiak	Joined firm as an associate in 2024. Member of DE Bar since 2024.	\$500.00	2.20	\$1,100.00
Beth A. Olivere	Paralegal	\$385.00	2.20	\$847.00
<b>Grand Total:</b>			<b>23.00</b>	<b>\$17,996.00</b>

**MONTHLY COMPENSATION BY INDIVIDUAL FOR TOPCO FOR  
THE PERIOD JUNE 3, 2025 THROUGH JULY 1, 2025**

<b>Name</b>	<b>Position, Number of Years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice</b>	<b>Hourly Billing Rate</b>	<b>Total Billed Hours</b>	<b>Total Compensation</b>
Edmon L. Morton	Partner since 2008. Joined the firm as an associate in 1999. Member of the DE Bar since 1999.	\$1,290.00	4.70	\$6,063.00
Matthew B. Lunn	Partner since 2010. Joined firm as an associate in 2001. Member of DE Bar since 2001.	\$1,190.00	3.00	\$3,570.00
Allison S. Mielke	Partner since 2025. Joined firm as an associate in 2017. Member of DE Bar since 2013.	\$860.00	4.30	\$3,698.00
Shella Borovinskaya	Joined firm as an associate in 2022. Member of DE Bar since 2021.	\$615.00	1.20	\$738.00
Mariam Khoudari	Joined firm as an associate in 2024. Member of PA Bar since 2021	\$615.00	1.40	\$861.00
Kristin L. McElroy	Joined firm as an associate in 2022. Member of DE Bar since 2022.	\$580.00	0.30	\$174.00
Brynna M. Gaffney	Joined firm as an associate in 2024. Member of DE Bar since 2024.	\$500.00	1.00	\$500.00
Sarah Gawrysiak	Joined firm as an associate in 2024. Member of DE Bar since 2024.	\$500.00	0.20	\$100.00
Beth A. Olivere	Paralegal	\$385.00	1.60	\$616.00
<b>Grand Total:</b>			<b>17.70</b>	<b>\$16,320.00</b>

**MONTHLY COMPENSATION BY PROJECT CATEGORY FOR  
ALL DEBTORS FOR THE PERIOD JUNE 1, 2025 THROUGH JUNE 2, 2025**

<b>Project Category</b>	<b>Total Hours</b>	<b>Total Fees (\$)</b>
Case Administration (B001)	2.50	\$1,422.50
Court Hearings (B002)	0.20	\$100.00
Cash Collateral/DIP Financing (B003)	0.20	\$123.00
Schedules & Statements, U.S. Trustee Reports (B004)	0.40	\$260.00
Lease/Executory Contract Issues (B005)	2.20	\$1,314.50
Use, Sale or Lease of Property (363 Issues) (B006)	3.20	\$1,923.50
Claims Analysis, Objections and Resolutions (B007)	1.40	\$1,142.00
Meetings (B008)	2.70	\$2,439.50
Other Adversary Proceedings (B011)	0.10	\$86.00
Plan and Disclosure Statement (B012)	8.70	\$8,425.50
Retention of Professionals/Fee Issues (B017)	1.40	\$759.50
<b>TOTAL</b>	<b>23.00</b>	<b>\$17,996.00</b>

**MONTHLY COMPENSATION BY PROJECT CATEGORY FOR  
TOPCO FOR THE PERIOD JUNE 3, 2025 THROUGH JULY 1, 2025**

<b>Project Category</b>	<b>Total Hours</b>	<b>Total Fees (\$)</b>
Plan and Disclosure Statement (B012)	17.70	\$16,320.00
<b>TOTAL</b>	<b>17.70</b>	<b>\$16,320.00</b>

**SUMMARY OF TIMEKEEPERS INCLUDED IN THE FINAL  
APPLICATION FOR ALL DEBTORS FOR THE PERIOD  
NOVEMBER 3, 2024 THROUGH JUNE 2, 2025**

<b>Name</b>	<b>Title</b>	<b>Department</b>	<b>Date of First Admission</b>	<b>Fees Billed in the Final Application Period (\$)</b>	<b>Hours Billed in the Final Application Period</b>	<b>Hourly Rate(s) Billed in the Application Period (\$)</b>
Craig Gear	Partner	Tax/Business Planning	1990	\$1,270.00	0.90	\$1,400.00
James P. Hughes	Partner	Tax/Business Planning	1992	\$560.00	0.40	\$1,400.00
Edmon L. Morton	Partner	Bankruptcy	1999	\$612,453.00	487.00	\$1,200.00
						\$1,290.00
Matthew B. Lunn	Partner	Bankruptcy	2001	\$458,385.00	393.50	\$1,110.00
						\$1,190.00
John C. Kuffel	Partner	Commercial Real Estate	2004	\$13,591.50	22.10	\$615.00
Sean M. Beach	Partner	Bankruptcy	2000	\$5,187.00	4.20	\$1,235.00
Michael S. Neiburg	Partner	Bankruptcy	2009	\$69,658.50	67.50	\$995.00
						\$1,075.00
Allison S. Mielke	Partner	Bankruptcy	2013	\$685,102.00	818.50	\$780.00
						\$860.00
Shella Borovinskaya	Associate	Bankruptcy	2021	\$312,927.00	530.80	\$565.00
						\$615.00
Mariam Khoudari	Associate	Bankruptcy	2021	\$280,860.50	466.70	\$565.00
						\$615.00
Kristin McElroy	Associate	Bankruptcy	2022	\$334,609.00	590.30	\$530.00
						\$580.00
Renae P. Pagano	Associate	Bankruptcy	2022	\$10,388.00	19.60	\$530.00
Jennifer E. Reefer	Associate	Tax/Business Planning	2023	\$91.00	0.20	\$455.00
Emily Rollo	Associate	Tax/Business Planning	2023	\$7,931.00	15.40	\$515.00

Brynna M. Gaffney	Associate	Bankruptcy	2024	\$164,342.00	342.40	\$440.00
						\$500.00
Sarah Gawrysiak	Associate	Bankruptcy	2024	\$22,800.00	45.60	\$500.00
Claire Brown	Associate	Commercial Real Estate	2024	\$3,637.50	9.70	\$375.00
Debbie Laskin	Paralegal	Bankruptcy	-	\$8,501.00	21.80	\$385.00
						\$395.00
Brenda Walters	Paralegal	Bankruptcy	-	\$6,294.00	16.20	\$385.00
						\$395.00
Beth A. Olivere	Paralegal	Bankruptcy	-	\$232,809.00	609.40	\$375.00
						\$385.00
Chad Corazza	Paralegal	Bankruptcy	-	\$38.50	0.10	\$385.00
Troy Bollman	Paralegal	Bankruptcy	-	\$2,233.00	5.80	\$385.00
Hubert T. Hannagan	Paralegal	Bankruptcy	-	\$10,202.50	26.50	\$385.00
Jorge Martinez	Paralegal	Bankruptcy	-	\$77.00	0.20	\$385.00
Karen Luongo	Paralegal	Tax/Business Planning	-	\$144.00	0.40	\$360.00
Monica Fratticci	Paralegal	eDiscovery	-	\$55.50	0.30	\$185.00
Patrick Foss	Paralegal	eDiscovery	-	\$87.50	0.50	\$175.00
<b>TOTALS</b>				<b>\$3,244.235.00</b>	<b>4,496.00</b>	

**SUMMARY OF FINAL COMPENSATION BY PROJECT  
CATEGORY FOR ALL DEBTORS FOR THE PERIOD  
NOVEMBER 3, 2024 THROUGH JUNE 2, 2025**

<b>Project Category</b>	<b>Total Hours</b>	<b>Total Fees (\$)</b>
Case Administration (B001)	292.90	\$170,513.00
Court Hearings (B002)	994.00	\$743,127.00
Cash Collateral/DIP Financing (B003)	111.00	\$101,659.50
Schedules & Statements, U.S. Trustee Reports (B004)	144.80	\$92,575.50
Lease/Executory Contract Issues (B005)	421.40	\$257,943.50
Use, Sale or Lease of Property (363 Issues) (B006)	250.10	\$193,329.50
Claims Analysis, Objections and Resolutions (B007)	326.30	\$233,717.00
Meetings (B008)	270.40	\$213,494.50
Stay Relief Matters (B009)	71.00	\$46,017.50
Other Adversary Proceedings (B011)	166.70	\$129,843.00
Plan and Disclosure Statement (B012)	708.90	\$585,292.50
Creditor Inquiries (B013)	29.80	\$17,173.00
General Corporate Matters (B014)	41.90	\$30,053.50
Employee Matters (B015)	3.50	\$1,758.50
Retention of Professionals/Fee Issues (B017)	540.60	\$351,547.00
Fee Application Preparation (B018)	37.90	\$27,541.50
Travel (B019)	0.10	\$86.00
Utility Services (B020)	39.00	\$22,366.50
Other Contested Matters (B190)	9.30	\$8,847.50
HoldCo Debtors (B201)	1.00	\$1,058.00
Appeal (BN010)	27.70	\$12,550.50
Disclosure/Discovery (BN011)	7.70	\$3,740.50
<b>TOTALS</b>	<b>4,496.00</b>	<b>\$3,244,235.00<sup>6</sup></b>

<sup>6</sup> Due to a voluntary reduction in the amount of \$619.50, Young Conaway is seeking allowance of \$3,243,615.50.

**SUMMARY OF COMPENSATION BY PROJECT CATEGORY FOR TOPCO  
FOR THE PERIOD JUNE 3, 2025 THROUGH JULY 1, 2025**

<b>Project Category</b>	<b>Total Hours</b>	<b>Total Fees (\$)</b>
Plan and Disclosure Statement (B012)	17.70	\$16,320.00
<b>TOTALS</b>	<b>17.70</b>	<b>\$16,320.00</b>

**FINAL EXPENSE SUMMARY FOR ALL DEBTORS FOR THE PERIOD  
NOVEMBER 3, 2024 THROUGH JUNE 2, 2025**

<b>Expenses Category</b>	<b>Total Expenses (\$)</b>
AP Outside Duplication Services	\$37,302.61
Client Requested Food & Support	\$659.78
Computerized Legal Research – WESTLAW	\$2,348.67
Court Costs	\$300.00
Delivery/Courier	\$3,590.00
Deposition/Transcript	\$15,572.25
Docket Retrieval/Search	\$1,134.60
Federal Express	\$26.85
Filing Fee	\$4,069.00
Litigation Support/Scan	\$20.00
Postage	\$18.48
Reproduction Charges	\$39,072.70
Working Meals	\$6,491.60
<b>TOTAL</b>	<b>\$110,606.54</b>

<b>SUMMARY OF FINAL APPLICATION FOR ALL DEBTORS FOR THE PERIOD NOVEMBER 3, 2024 THROUGH JUNE 2, 2025</b>	
Name of Applicant	Young Conaway Stargatt & Taylor, LLP
Name of Client	Debtors and Debtors in Possession
Time period covered by Final Application	November 3, 2024 through June 2, 2025
Total compensation sought during the period November 3, 2024 through June 2, 2025	\$3,243,615.50 <sup>7</sup>
Total expenses sought during the period November 3, 2024 through June 2, 2025	\$110,342.54 <sup>8</sup>
Petition Date	November 3, 2024
Retention Date	November 3, 2024
Date of order approving employment	January 10, 2025
Total compensation approved by interim order to date	N/A
Total expenses approved by interim order to date	N/A
Total allowed compensation paid to date	N/A
Total allowed expenses paid to date	N/A
Blended rate in the Final Application for all attorneys	\$782.16
Blended rate in the Final Application for all timekeepers	\$721.58
Compensation sought in the Final Application already paid (or to be paid) pursuant to a monthly compensation order but not yet allowed	\$2,594,768.50
Expenses sought in the Final Application already paid (or to be paid) pursuant to a monthly compensation order but not yet allowed	\$110,342.54
Number of professionals included in the Final Application	27
If applicable, number of professionals in the Final Application not included in staffing plan approved by client	19
If applicable, difference between fees budgeted and compensation sought during the Application Period	Fees Budgeted: \$4,448,410.00 Fees Sought: \$3,243,615.50
Number of professionals billing fewer than 15 hours to the case during the Final Application Period	11

<sup>7</sup> This amount reflects a voluntary reduction in fees in the amount of \$619.50. Young Conaway is also seeking approval of compensation in the amount of \$16,320.00 for the supplemental period from June 3, 2025 through and including July 1, 2025. Young Conaway did not incur reimbursable expenses on behalf of TopCo during such supplemental period.

<sup>8</sup> This amount reflects a voluntary reduction in expenses in the amount of \$264.00.

Are any rates higher than those approved or disclosed at retention?	No
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**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

FRANCHISE GROUP, INC., *et al.*,<sup>1</sup>

Reorganized Debtors.

Chapter 11

Case No. 24-12480 (LSS)

(Jointly Administered)

**Hearing Date:**

**September 10, 2025 at 10:00 a.m. (prevailing Eastern Time)**

**Objection Deadline:**

**August 11, 2025 at 4:00 p.m. (prevailing Eastern Time)**

**COMBINED SEVENTH MONTHLY AND FINAL FEE APPLICATION OF  
YOUNG CONAWAY STARGATT & TAYLOR, LLP, AS CO-COUNSEL FOR  
THE DEBTORS AND DEBTORS IN POSSESSION, FOR ALLOWANCE OF  
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE  
(I) MONTHLY PERIOD FROM JUNE 1, 2025 THROUGH JUNE 2, 2025  
FOR THE DEBTORS; (II) THE MONTHLY PERIOD FROM JUNE 3, 2025  
THROUGH JULY 1, 2025 FOR TOPCO; AND (III) THE FINAL PERIOD  
FROM NOVEMBER 3, 2024 THROUGH AND INCLUDING JUNE 2, 2025 FOR  
THE DEBTORS, AND THROUGH AND INCLUDING JULY 1, 2025 FOR TOPCO**

<sup>1</sup> The Reorganized Debtors in these chapter 11 cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), Freedom Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home & Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy's Newco, LLC (5404), Buddy's Franchising and Licensing LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260), Franchise Group Newco BHF, LLC (4123), Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies "Plus", LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Reorganized Debtors' headquarters is located at 2371 Liberty Way, Virginia Beach, Virginia 23456.

Pursuant to sections 330 and 331 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”), and Rule 2016 of the Federal Rules of Bankruptcy Procedure, the law firm of Young Conaway Stargatt & Taylor, LLP (hereinafter, “Young Conaway”) hereby moves (this “Application”) the United States Bankruptcy Court for the District of Delaware (the “Court”) for allowance of reasonable compensation for professional legal services rendered as counsel to the above-captioned debtors and debtors-in-possession (collectively, the “Debtors” and after the Effective Date of the Debtors’ Plan,<sup>2</sup> the “Reorganized Debtors”) (i) (a) for all of the Debtors, in the amount of \$17,996.00, during the period commencing June 1, 2025 through and including June 2, 2025, and (b) for TopCo, in the amount of \$16,320.00, during the period commencing June 3, 2025 through and including July 1, 2025 (each such period, a “Monthly Fee Period” and together, the “Monthly Fee Periods”), and (ii) (a) for all of the Debtors, in the amount of \$3,243,615.50, together with reimbursement for actual and necessary expenses incurred in the amount of \$110,342.54 during the period from November 3, 2024 through and including June 2, 2025, and (b) for TopCo, in the amount of \$16,320.00 during the period from June 3, 2025 through and including July 1, 2025 (each such period, a “Final Fee Period” and together, the “Final Fee Periods”). In support of this Application, Young Conaway respectfully represents as follows:

### **BACKGROUND**

1. On November 3, 2024 (the “Petition Date”) each of the Debtors filed a voluntary petition with the Court under chapter 11 of the Bankruptcy Code.
2. Pursuant to the Court’s order authorizing Young Conaway’s retention [Docket No. 715] (the “Retention Order”), Young Conaway was retained to represent the Debtors as

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<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the *Ninth Amended Joint Chapter 11 Plan of Franchise Group, Inc. and Its Debtor Affiliates* [Docket No. 1454] (the “Plan”), as applicable.

bankruptcy co-counsel in connection with these chapter 11 cases, effective as of the Petition Date. The Retention Order authorizes Young Conaway to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses.

3. All services for which compensation is requested herein by Young Conaway were performed for or on behalf of the Debtors.

### **SUMMARY OF SERVICES RENDERED**

4. Attached hereto as Exhibit A-1 and Exhibit A-2 is a detailed statement of fees incurred during the Monthly Fee Periods, showing the amount of \$17,996.00 due for fees for all of the Debtors during the period commencing June 1, 2025 through and including June 2, 2025, and in the amount of \$16,320.00 due for fees for TopCo during the period commencing June 3, 2025, through and including July 1, 2025.<sup>3</sup>

5. The services rendered by Young Conaway during the Monthly Fee Periods are grouped into the categories set forth in Exhibit A-1 and Exhibit A-2. The attorneys and paralegals who rendered services relating to each category are identified, along with the number of hours for each individual and the total compensation sought for each category, in the attachments hereto.

6. Young Conaway did not incur any reimbursable expenses during the Monthly Fee Periods and, therefore, have not sought reimbursement of any such expenses herein.

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<sup>3</sup> This Application includes the fees incurred solely for TopCo pending entry of the Confirmation Order confirming TopCo's Plan. See Docket No. 1682.

### **VALUATION OF SERVICES**

7. Attorneys and paraprofessionals of Young Conaway have expended a total of 40.70 hours in connection with the matter during the Monthly Fee Periods.

8. The amount of time spent by each of these persons providing services to the Debtors for the Monthly Fee Period is fully set forth in the detail attached hereto as Exhibit A-1 and Exhibit A-2, respectively. These are Young Conaway's normal hourly rates of compensation for work of this character. The reasonable value of the services rendered by Young Conaway for the Monthly Fee Periods as counsel for the Debtors in these chapter 11 cases is \$34,316.00

9. Young Conaway believes that the time entries included in Exhibit A-1, and Exhibit A-2, attached hereto, comply with the requirements of Local Rule 2016-2.

10. In accordance with factors enumerated in section 330 of the Bankruptcy Code, the amount requested is fair and reasonable given (a) the complexity of these chapter 11 cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under chapter 11 of the Bankruptcy Code.

### **BUDGET AND STAFFING PLAN**

11. Young Conaway and the Debtors have agreed to a budget and staffing plan attached hereto as Exhibit B for the Final Fee Periods.

### **STATEMENT OF APPLICANT**

12. In accordance with *Appendix B Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under United States Code by Attorneys in Larger Chapter 11 Cases* (the "UST Guidelines"), the following statements address the questions set forth under section C.5 of the UST Guidelines:

- a. During the Final Fee Period, Young Conaway did not agree to any variations from, or alternatives to, its standard or customary billing rates, fees, or terms.
- b. The fees sought by Young Conaway in the Final Fee Periods are not more than 10% higher than the fees budgeted by Young Conaway and the Debtors during the Final Fee Periods.
- c. The professionals included in the Application did not vary their hourly rate based on the geographic location of the bankruptcy cases.
- d. The Application as it relates to the Final Fee Periods did not include any fees dedicated to revising time records or preparing and revising invoices that would not normally be compensable outside of bankruptcy.
- e. The time period covered by this Application for the Final Fee Period includes approximately 15.40 hours with a value of \$15,355.00 spent by Young Conaway to ensure that the time entries subject to the Final Fee Periods comply with the Local Rules of the United States Bankruptcy Court for the District of Delaware and do not disclose privileged or confidential information. This review and any revisions associated therewith are a necessary component of Young Conaway's preparation of each monthly fee application.

13. A blended rate schedule, as requested by Appendix B to the UST Guidelines is attached hereto as Exhibit C.

#### **FINAL FEE PERIOD**

14. This Application also covers the Final Fee Periods of November 3, 2024 through and including June 2, 2025 for all of the Debtors, and through and including July 1, 2025 for TopCo. During the Final Fee Periods, Young Conaway performed necessary services and incurred disbursements on behalf of the Debtors and their estates. As set forth in prior monthly applications, in accordance with the factors enumerated in 11 U.S.C. § 330, approval of the fees requested for the Final Fee Periods is fair and reasonable given (a) the complexity of these cases; (b) the time expended; (c) the nature and extent of the services rendered; (d) the value of such services; and (e) the costs of comparable services other than in a case under this title. In addition, the disbursements for which reimbursement is sought were actual, reasonable and necessary costs (i) incurred while

representing the Debtors; and (ii) of preserving the value of the Debtors' estates.

**CONCLUSION**

WHEREFORE, Young Conaway requests that allowance be made to it (i) (a) in the sum of \$17,996.00, as compensation for necessary professional services rendered to all of the Debtors during the Monthly Fee Period commencing June 1, 2025 through and including June 2, 2025, (b) the sum of \$16,320.00 as compensation for necessary professional services rendered to all of the Debtors during the for the Monthly Fee Period commencing June 3, 2025 through and including July 1, 2025 for TopCo, and (ii) final allowance be made to it (a) in the sum of \$3,243,615.50, as compensation for necessary professional services rendered to all of the Debtors during the period commencing November 3, 2024 through and including June 2, 2025, and (b) in the additional sum of \$16,320.00, as compensation for necessary professional services rendered to TopCo for the period commencing June 3, 2025 through and including July 1, 2025, and requests such other and further relief as the Court may deem just and proper.

*[Remainder of Page Intentionally Left Blank]*

Dated: July 21, 2025  
Wilmington, Delaware

*/s/ Allison S. Mielke*

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**VERIFICATION**

I, Allison S. Mielke, declare, pursuant to 28 U.S.C. § 1746, under penalty of perjury:

1. I am a Partner in the applicant firm, Young Conaway Stargatt & Taylor, LLP (“Young Conaway”), and have been admitted to the bar of the Supreme Court of Delaware since 2013.

2. I have personally performed many of the legal services rendered by Young Conaway for Franchise Group, Inc. and its affiliated debtors and debtors in possession in connection with their chapter 11 cases, and I am familiar with all other work performed on behalf of the lawyers and paraprofessionals at Young Conaway.

3. The facts set forth in the foregoing Application are true and correct to the best of my knowledge, information and belief.

Dated: July 21, 2025

/s/ Allison S. Mielke  
ALLISON S. MIELKE